

<b>FORM B1</b>		<b>United States Bankruptcy Court</b> <b>Northern District of California</b>		<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Excel Innovations, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>94-3094727</b>			Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):		
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>2880 Zanker Road, Suite 203</b> <b>San Jose, CA 95134</b>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):		
County of Residence or of the Principal Place of Business: <b>Santa Clara</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <b>2880 Zanker Road, Suite 203</b> <b>San Jose, CA 95134</b>			Mailing Address of Joint Debtor (if different from street address):		
Location of Principal Assets of Business Debtor <b>2880 Zanker Road, Suite 203</b> (if different from street address above): <b>San Jose, CA 95134</b>					
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>					
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.					
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank			<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13		
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.		
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			<b>*** Pat Hughes 93983 ***</b>		
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors					
1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Assets					
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Debts					
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Excel Innovations, Inc.</b> <div style="text-align: right;"><b>FORM B1, Page 2</b></div>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>(1) Aviv, LLC; (2) Ned Hoffman</b>		Case Number: <b>0411491 &amp; 0411488</b>	Date Filed: <b>6/17/04</b>
District: <b>Northern District of California, Santa Rosa Division</b>		Relationship: <b>(1) Licensee; (2) S/H &amp; D&amp;O</b>	Judge: <b>Alan Jaroslovsky</b>
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	
<b>X</b> _____ Signature of Debtor		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.	
<b>X</b> _____ Signature of Joint Debtor		<b>X</b> _____ Signature of Attorney for Debtor(s)      Date	
Telephone Number <del>XXXXXXXXXXXXXXX</del>		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
Date		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.	
<b>Signature of Attorney</b> <b>X</b> <u>/s/ Pat Hughes</u> Signature of Attorney for Debtor(s) <b>Pat Hughes 93983</b> Printed Name of Attorney for Debtor(s) <b>Lanahan &amp; Reilley LLP</b> Firm Name <b>One Market, Steuart Tower</b> <b>Ninth Floor</b> <b>San Francisco, CA 94105</b> Address <b>415-856-4700 Fax: 415-856-0411</b> Telephone Number <b>July 30, 2004</b> Date		Printed Name of Bankruptcy Petition Preparer  Social Security Number (Required by 11 U.S.C. § 110(c).)  Address  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.	
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>X</b> _____ Signature of Bankruptcy Petition Preparer  Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	
<b>X</b> <u>/s/ Ned Hoffman</u> Signature of Authorized Individual <b>Ned Hoffman</b> Printed Name of Authorized Individual <b>President</b> Title of Authorized Individual <b>July 30, 2004</b> Date			

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****United States Bankruptcy Court  
Northern District of California**In re **Excel Innovations, Inc.**

Debtor

Case No. **04-53874-ASW-11**Chapter **11****LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
MBV Law LLP 855 Front Street [(415) 781-4400] San Francisco, CA 94111	MBV Law LLP 855 Front Street San Francisco, CA 94111	Legal services - derivative shareholder action filed May 27, 2004 - Santa Clara Superior Court as No. 1-04-CV-020457; AAA Action No.	Contingent Unliquidated	107,000.00
Howrey Simon Arnold & White 525 Market Street Suite 3600 San Francisco, CA 94105-2708	Howrey Simon Arnold & White 525 Market Street Suite 3600 San Francisco, CA 94105-2708	Legal Services		73,000.00
Lanahan & Reilley LLP Attn: Robert Anderson 600 Bicentennial Way Suite 300 Santa Rosa, CA 95403	Lanahan & Reilley LLP Attn: Robert Anderson 600 Bicentennial Way Santa Rosa, CA 95403	Legal services		35,000.00
Bornstein & Bornstein Attn: Jonathan H. Bornstein 2590 Geary Boulevard San Francisco, CA 94115-3318	Bornstein & Bornstein Attn: Jonathan H. Bornstein 2590 Geary Boulevard San Francisco, CA 94115-3318	Legal services		22,006.00
CopyCorps 500 Sansome Street Suite B-102 [415.433.2679; Fax: 415.495.0928] San Francisco, CA 94111	CopyCorps 500 Sansome Street Suite B-102 San Francisco, CA 94111	Copy services	Contingent Unliquidated Disputed	21,269.00

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Deckard Law Firm c/o Diane Deckard 96 North 3rd Street Suite 350 San Jose, CA 95112	Deckard Law Firm c/o Diane Deckard 96 North 3rd Street San Jose, CA 95112	Legal services		20,136.00
Interway Venture Capital, Inc. d/b/a OfficeGeneral TechCenters 580 California Street [(415) 283-3200] San Francisco, CA 94104	Interway Venture Capital, Inc. d/b/a OfficeGeneral TechCenters 580 California Street San Francisco, CA 94104	Office lease	Contingent Unliquidated Disputed	15,176.00
Indivos Corporation c/o Bingham McCutchen LLP 3 Embarcadero Center 18th Floor San Francisco, CA 94111	Indivos Corporation c/o Bingham McCutchen LLP 3 Embarcadero Center San Francisco, CA 94111		Contingent Unliquidated Disputed	13,891.75
Lanahan & Reilley (SFO) One Market, Steuart Tower 9th Floor San Francisco, CA 94105	Lanahan & Reilley (SFO) One Market, Steuart Tower 9th Floor San Francisco, CA 94105	Legal services		12,500.00
American Arbitration Association Sharon Troup, Case Manager 6795 North Palm Avenue Floor Two Fresno, CA 93704	American Arbitration Association Sharon Troup, Case Manager 6795 North Palm Avenue Fresno, CA 93704	Arbitration coordination and services	Contingent Unliquidated Disputed	11,831.00
Wells Fargo Payments - Regulus 1200 West 7th Street Suite L2-200 Los Angeles, CA 90017	Wells Fargo Payments - Regulus 1200 West 7th Street Suite L2-200 Los Angeles, CA 90017	Credit card		11,070.00

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Demory & Grigg Attn: Vernon C. Grigg III 601 Montgomery, 3rd Floor San Francisco, CA 94105	Demory & Grigg Attn: Vernon C. Grigg III 601 Montgomery, 3rd Floor San Francisco, CA 94105	Legal services		10,000.00
Knobbe, Martens, Olson & Bear LLP 2040 Main Street 14th Floor Irvine, CA 92614	Knobbe, Martens, Olson & Bear LLP 2040 Main Street 14th Floor Irvine, CA 92614	Legal services		7,211.00
A&A Legal Services 849 Mitten Road Suite 10 [650-697-9431] Burlingame, CA 94010-1308	A&A Legal Services 849 Mitten Road Suite 10 Burlingame, CA 94010-1308	Process serving and court services	Contingent Unliquidated Disputed	3,836.00
Legal Vision SF 116 Montgomery Street [415-777-8500] San Francisco, CA 94105	Legal Vision SF 116 Montgomery Street San Francisco, CA 94105	Attorney services	Contingent Unliquidated Disputed	915.00
Legalink 602 Van Ness Avenue Suite 2052 San Francisco, CA 94102	Legalink 602 Van Ness Avenue Suite 2052 San Francisco, CA 94102	Certified copy of transcript; Indivos v. Excel	Contingent Unliquidated Disputed	870.00
Legalink 602 Van Ness Avenue Suite 2052 San Francisco, CA 94102	Legalink 602 Van Ness Avenue Suite 2052 San Francisco, CA 94102	Certified copy of transcript; Indivos v. Excel	Contingent Unliquidated Disputed	779.00

In re Excel Innovations, Inc.Case No. 04-53874-ASW-11

Debtor

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Legalink 602 Van Ness Avenue Suite 2052 [415-359-2040; 800-869-9132; F/359-2050] San Francisco, CA 94102	Legalink 602 Van Ness Avenue Suite 2052 San Francisco, CA 94102	Certified copy of transcript; Indivos v. Excel	Contingent Unliquidated Disputed	739.00
Copy Corps 500 Sansome Street Suite B-102 San Francisco, CA 94111	Copy Corps 500 Sansome Street Suite B-102 San Francisco, CA 94111	Audio duplication	Contingent Unliquidated Disputed	66.00
Bingham McCutchen LLP 3 Embarcadero Center San Francisco, CA 94111	Bingham McCutchen LLP 3 Embarcadero Center San Francisco, CA 94111	Allegations for attorney fees and costs	Contingent Unliquidated Disputed	Unknown

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date July 30, 2004Signature /s/ Ned Hoffman  
**Ned Hoffman**  
President

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court**  
**Northern District of California**

In re **Excel Innovations, Inc.**,  
Debtor

Case No. **04-53874-ASW-11**

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>202,233,000.00</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
E - Creditors Holding Unsecured Priority Claims	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>6</b>		<b>367,295.75</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>15</b>			
Total Assets			<b>202,233,000.00</b>		
Total Liabilities				<b>367,295.75</b>	

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

## SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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**None**

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

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Debtor

**SCHEDULE B. PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>None</b>		-	<b>0.00</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	<b>Mechanics Bank, Account Nos.: xxxxx789, xxxxx341</b>		-	<b>0.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>The Hartford (#57 UCC FG2008) Special Multi-Flex Policy</b>		-	<b>0.00</b>

Sub-Total > **0.00**  
(Total of this page)

In re **Excel Innovations, Inc.**Case No. **04-53874-ASW-11**

Debtor

## SCHEDULE B. PERSONAL PROPERTY

### (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	<b>X</b>			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>1,998,000 Preferred A stock in Indivos Corporation. Value is an estimated market value balance owed.</b>	-	<b>99,900,000.00</b>
13. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
15. Accounts receivable.	<b>X</b>			
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.		<b>Consulting fees of \$480,000.00 owed by Solidus Networks, Inc. n/k/a Pay by Touch.</b>	-	<b>480,000.00</b>
		<b>Merger proceeds of \$1,350,000.00 owed by Indivos and Solidus n/k/a Pay by Touch. Adversary action filed for return of these proceeds.</b>	-	<b>1,350,000.00</b>
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.		<b>\$500,000.00 of a Preferred A convertible promissory note owed by Solidus Networks, Inc. n/k/a Pay by Touch</b>	-	<b>500,000.00</b>
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **102,230,000.00**  
(Total of this page)

Sheet **1** of **2** continuation sheets attached  
to the Schedule of Personal Property

In re **Excel Innovations, Inc.**Case No. **04-53874-ASW-11**

Debtor

## SCHEDULE B. PERSONAL PROPERTY

### (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
21. Patents, copyrights, and other intellectual property. Give particulars.		<b>See attached Exhibit B-21 - Debtor's contention is that patents are owned by Debtor. Adverse partial preliminary ruling from USDC, NDCA, San Francisco Division, No. C-03-3125-MMC to be reviewed.</b>	-	<b>100,000,000.00</b>
22. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
23. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
24. Boats, motors, and accessories.	<b>X</b>			
25. Aircraft and accessories.	<b>X</b>			
26. Office equipment, furnishings, and supplies.		<b>Used computers (3); copier, fax, scanner; telephone (2); miscellaneous furniture.</b>	-	<b>2,500.00</b>
27. Machinery, fixtures, equipment, and supplies used in business.		<b>Miscellaneous stationary supplies</b>	-	<b>500.00</b>
28. Inventory.	<b>X</b>			
29. Animals.	<b>X</b>			
30. Crops - growing or harvested. Give particulars.	<b>X</b>			
31. Farming equipment and implements.	<b>X</b>			
32. Farm supplies, chemicals, and feed.	<b>X</b>			
33. Other personal property of any kind not already listed.	<b>X</b>			

Sub-Total >	<b>100,003,000.00</b>
(Total of this page)	
Total >	<b>202,233,000.00</b>

Sheet 2 of 2 continuation sheets attached  
to the Schedule of Personal Property

(Report also on Summary of Schedules)

**SCHEDULE B. PERSONAL PROPERTY****Attachment A****EXHIBIT B-21**

	PAT. NO.	Title
1	<u>6,662,166</u>	<u>Tokenless biometric electronic debit and credit transactions</u>
2	<u>6,594,376</u>	<u>Tokenless electronic transaction system</u>
3	<u>6,581,042</u>	<u>Tokenless biometric electronic check transactions</u>
4	<u>6,397,198</u>	<u>Tokenless biometric electronic transactions using an audio signature to identify the transaction processor</u>
5	<u>6,366,682</u>	<u>Tokenless electronic transaction system</u>
6	<u>6,269,348</u>	<u>Tokenless biometric electronic debit and credit transactions</u>
7	<u>6,230,148</u>	<u>Tokenless biometric electric check transaction</u>
8	<u>6,192,142</u>	<u>Tokenless biometric electronic stored value transactions</u>
9	<u>6,154,879</u>	<u>Tokenless biometric ATM access system</u>
10	<u>6,012,039</u>	<u>Tokenless biometric electronic rewards system</u>
11	<u>5,946,149</u>	<u>Quick-release non-distorting rear view mirror enhancer</u>
12	<u>5,870,723</u>	<u>Tokenless biometric transaction authorization method and system</u>
13	<u>5,838,812</u>	<u>Tokenless biometric transaction authorization system</u>
14	<u>5,805,719</u>	<u>Tokenless identification of individuals</u>
15	<u>5,802,199</u>	<u>Use sensitive identification system</u>
16	<u>5,764,789</u>	<u>Tokenless biometric ATM access system</u>
17	<u>5,737,439</u>	<u>Anti-fraud biometric scanner that accurately detects blood flow</u>
18	<u>5,695,231</u>	<u>Leverage enhancing grip assembly</u>
19	<u>5,615,277</u>	<u>Tokenless security system for authorizing access to a secured computer system</u>
20	<u>5,613,012</u>	<u>Tokenless identification system for authorization of electronic transactions and electronic transmissions</u>
21	<u>5,529,357</u>	<u>Leverage enhancing assembly</u>
22	<u>5,517,700</u>	<u>Goggle and desiccant assembly</u>
23	<u>5,413,548</u>	<u>Body gym exerciser</u>
	PUB. APP. NO.	Title
1	<u>20040128249</u>	<u>System and method for tokenless biometric electronic scrip</u>
2	<u>20040020982</u>	<u>Tokenless electronic transaction system</u>
3	<u>20030105725</u>	<u>Tokenless identification system for authorization of electronic transactions and electronic transmissions</u>
4	<u>20020174067</u>	<u>Tokenless electronic transaction system</u>
5	<u>20020111917</u>	<u>Tokenless biometric electronic transactions using an audio signature to identify the transaction processor</u>
6	<u>20010039533</u>	<u>Tokenless biometric electronic debit and credit transactions</u>
7	<u>20010029493</u>	<u>Tokenless biometric electronic check transactions</u>

There are several confidential, unpublished, patents pending.

In re **Excel Innovations, Inc.**Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D M A R K E T V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N I F A N Y
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							<b>0.00</b>	

0 continuation sheets attached

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

## SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,925\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,925\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2,225\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

\*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

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In re **Excel Innovations, Inc.**Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>SCC-102037; San Mateo County</b> <b>Creditor #: 1</b> <b>A&amp;A Legal Services</b> <b>849 Mitten Road</b> <b>Suite 10</b> <b>[650-697-9431]</b> <b>Burlingame, CA 94010-1308</b>	-	<b>February 25, 2004</b> <b>Process serving and court services</b>	X	X	X	<b>3,836.00</b>
Account No. <b>xx-xxx-xxxxx-03 02 SAT-C</b> <b>Creditor #: 2</b> <b>American Arbitration Association</b> <b>Sharon Troup, Case Manager</b> <b>6795 North Palm Avenue</b> <b>Floor Two</b> <b>Fresno, CA 93704</b>	-	<b>On or prior to 5/23/2004</b> <b>Arbitration coordination and services</b>	X	X	X	<b>11,831.00</b>
Account No. <b>Legal actions</b> <b>Creditor #: 3</b> <b>Bingham McCutchen LLP</b> <b>3 Embarcadero Center</b> <b>San Francisco, CA 94111</b>	-	<b>Allegations for attorney fees and costs</b>	X	X	X	<b>Unknown</b>
Account No. <b>Excel</b> <b>Creditor #: 4</b> <b>Bornstein &amp; Bornstein</b> <b>Attn: Jonathan H. Bornstein</b> <b>2590 Geary Boulevard</b> <b>San Francisco, CA 94115-3318</b>	-	<b>May 1, 2003 - on or about March 11, 2004</b> <b>Legal services</b>				<b>22,006.00</b>
Subtotal (Total of this page)						<b>37,673.00</b>

5 continuation sheets attached

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxxxxx-IN/5173</b> <b>Creditor #: 5</b> <b>Copy Corps</b> <b>500 Sansome Street</b> <b>Suite B-102</b> <b>San Francisco, CA 94111</b>	<b>-</b>	<b>May 26, 2004</b> <b>Audio duplication</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>66.00</b>
Account No. <b>0036062-IN/5167</b> <b>Creditor #: 6</b> <b>CopyCorps</b> <b>500 Sansome Street</b> <b>Suite B-102</b> <b>[415.433.2679; Fax: 415.495.0928]</b> <b>San Francisco, CA 94111</b>	<b>-</b>	<b>May 31, 2004</b> <b>Copy services</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>21,269.00</b>
Account No. <b>Creditor #: 7</b> <b>David Mendelsohn</b> <b>108 South Newport Drive</b> <b>Napa, CA 94559</b>	<b>-</b>		<b>X</b>	<b>X</b>	<b>X</b>	<b>0.00</b>
Account No. <b>Creditor #: 8</b> <b>David Michael Tichane</b> <b>979 Pinto Palm Terrace</b> <b>Suite 24</b> <b>Sunnyvale, CA 94087</b>	<b>-</b>	<b>Patent legal services</b>	<b>X</b>			<b>Unknown</b>
Account No. <b>Excel</b> <b>Creditor #: 9</b> <b>Deckard Law Firm</b> <b>c/o Diane Deckard</b> <b>96 North 3rd Street</b> <b>Suite 350</b> <b>San Jose, CA 95112</b>	<b>-</b>	<b>In or about 2003</b> <b>Legal services</b>				<b>20,136.00</b>
Sheet no. <u>1</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>41,471.00</b>



In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G U E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>Excel</b> <b>Creditor #: 10</b> <b>Demory &amp; Grigg</b> <b>Attn: Vernon C. Grigg III</b> <b>601 Montgomery, 3rd Floor</b> <b>San Francisco, CA 94105</b>	-	<b>Pre-petition Legal services</b>				<b>10,000.00</b>
Account No. <b>Excel</b> <b>Creditor #: 11</b> <b>Harold Silen</b> <b>8 Buckeye Way</b> <b>Greenbrae, CA 94904</b>	-	<b>Pre-Petition</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>Unknown</b>
Account No. <b>Creditor #: 12</b> <b>Howrey Simon Arnold &amp; White</b> <b>525 Market Street</b> <b>Suite 3600</b> <b>San Francisco, CA 94105-2708</b>	-	<b>Legal Services</b>				<b>73,000.00</b>
Account No. <b>Creditor #: 13</b> <b>Indivos Corporation</b> <b>c/o Bingham McCutchen LLP</b> <b>3 Embarcadero Center</b> <b>18th Floor</b> <b>San Francisco, CA 94111</b>	-		<b>X</b>	<b>X</b>	<b>X</b>	<b>13,891.75</b>
Account No. <b>Excel</b> <b>Creditor #: 14</b> <b>Interway Venture Capital, Inc. d/b/a</b> <b>OfficeGeneral TechCenters</b> <b>580 California Street</b> <b>[(415) 283-3200]</b> <b>San Francisco, CA 94104</b>	-	<b>June 20. 2003 Office lease</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>15,176.00</b>
Sheet no. <u>2</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>
						<b>112,067.75</b>

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. <b>xx3848; Xcel/TFS</b>	-		<b>Commenced prior to 4/20/2004</b> <b>Legal services</b>				<b>7,211.00</b>
<b>Creditor #: 15</b> <b>Knobbe, Martens, Olson &amp; Bear LLP</b> <b>2040 Main Street</b> <b>14th Floor</b> <b>Irvine, CA 92614</b>							
Account No. <b>x6837</b>	-		<b>2002 and thereafter</b> <b>Legal services</b>				<b>12,500.00</b>
<b>Creditor #: 16</b> <b>Lanahan &amp; Reilley (SFO)</b> <b>One Market, Steuart Tower</b> <b>9th Floor</b> <b>San Francisco, CA 94105</b>							
Account No. <b>x6837</b>	-		<b>In or about 2002 and thereafter</b> <b>Legal services</b>				<b>35,000.00</b>
<b>Creditor #: 17</b> <b>Lanahan &amp; Reilley LLP</b> <b>Attn: Robert Anderson</b> <b>600 Bicentennial Way</b> <b>Suite 300</b> <b>Santa Rosa, CA 95403</b>							
Account No. <b>3430</b>	-		<b>Pre-petition</b> <b>Attorney services</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>915.00</b>
<b>Creditor #: 18</b> <b>Legal Vision SF</b> <b>116 Montgomery Street</b> <b>[415-777-8500]</b> <b>San Francisco, CA 94105</b>							
Account No. <b>20023427/2001-250750</b>	-		<b>5/25/2004</b> <b>Certified copy of transcript; Indivos v. Excel</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>739.00</b>
<b>Creditor #: 19</b> <b>Legalink</b> <b>602 Van Ness Avenue</b> <b>Suite 2052</b> <b>[415-359-2040; 800-869-9132;</b> <b>F/359-2050]</b> <b>San Francisco, CA 94102</b>							
Sheet no. <u>  3  </u> of <u>  5  </u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			<b>56,365.00</b>

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxxxxxx/xxxx-xx0751</b> <b>Creditor #: 20</b> <b>Legalink</b> <b>602 Van Ness Avenue</b> <b>Suite 2052</b> <b>San Francisco, CA 94102</b>	<b>-</b>	<b>05/25/2004</b> <b>Certified copy of transcript; Indivos v. Excel</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>870.00</b>
Account No. <b>xxxxxxxx/xxxx-xx6587</b> <b>Creditor #: 21</b> <b>Legalink</b> <b>602 Van Ness Avenue</b> <b>Suite 2052</b> <b>San Francisco, CA 94102</b>	<b>-</b>	<b>5/21/2004</b> <b>Certified copy of transcript; Indivos v. Excel</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>779.00</b>
Account No. <b>Creditor #: 22</b> <b>MBV Law LLP</b> <b>855 Front Street</b> <b>[(415) 781-4400]</b> <b>San Francisco, CA 94111</b>	<b>-</b>	<b>On or about May 1, 2004</b> <b>Legal services - derivative shareholder action</b> <b>filed May 27, 2004 - Santa Clara Superior Court</b> <b>as No. 1-04-CV-020457;</b> <b>AAA Action No. 74-199-00671093;</b> <b>USDC, NDCA, San Jose Division, No.:</b> <b>C-03-3125-MMC</b>	<b>X</b>	<b>X</b>		<b>107,000.00</b>
Account No. <b>xxxx-xxxx-xxxx-6754</b> <b>Creditor #: 23</b> <b>Office Depot/Citibank</b> <b>Citibank Processing Center at CN3178</b> <b>Mail Stop BCB</b> <b>South Hackensack, NJ 07606</b>	<b>-</b>	<b>Supplies</b>				<b>Unknown</b>
Account No. <b>Excel</b> <b>Creditor #: 24</b> <b>Robert Barnes Associates</b> <b>41 Sutter Street, Suite 619</b> <b>415/788-7191 FAX: 415/788-6401</b> <b>San Francisco, CA 94104</b>	<b>-</b>	<b>Pre-petition</b> <b>Attorney services</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>Unknown</b>
Sheet no. <b>4</b> of <b>5</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page) <b>108,649.00</b>

In re **Excel Innovations, Inc.**

Case No. **04-53874-ASW-11**

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>Excel</b> <b>Creditor #: 25</b> <b>Taylor/Price Attorney Service</b> <b>600 Bryant Street</b> <b>San Francisco, CA 94107</b>		<b>Pre-petition</b> <b>Attorney services</b> <b>[800-559-0700/(F) 415-543-6450]</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>Unknown</b>
Account No. <b>xxxx-xxxx-xxxx-5056</b> <b>Creditor #: 26</b> <b>Wells Fargo Payments - Regulus</b> <b>1200 West 7th Street</b> <b>Suite L2-200</b> <b>Los Angeles, CA 90017</b>		<b>Pre-petition</b> <b>Credit card</b>				<b>11,070.00</b>
Account No.						
Account No.						
Account No.						
Account No.						
Subtotal (Total of this page)						<b>11,070.00</b>
Total (Report on Summary of Schedules)						<b>367,295.75</b>

Sheet no. 5 of 5 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Debtor

**SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Brad Hoffman</b>	<b>Board Member Agreement dated September 15, 2003. [Brother of Ned Hoffman]</b>
<b>Curt Anderson Compass Design 1061G Serpentine Lane Pleasanton, CA 94566</b>	<b>Consulting agreements</b>
<b>David Pare 15 Hermann Street Apt. 607 San Francisco, CA 94102-6275</b>	<b>(s/b/m Omnilock Incorporated) December 9, 1994 agreement with David Pare and Jonathan Lee [H11/13: 00051-00060] and March 30, 1995 Amendment</b>
<b>Jon Markowitz 1518 Dwight Way Berkeley, CA 94703</b>	<b>Consulting agreements</b>
<b>Jonathan Lee Glimmerglass 26142 Eden Landing Road Hayward, CA 94545</b>	<b>(s/b/m Omnilock Incorporated) December 9, 1994 agreement with David Pare and Jonathan Lee [H11/13: 00051-00060] and March 30, 1995 Amendment</b>
<b>Ned Hoffman 708 Gravenstein Highway North Suite 111 Sebastopol, CA 95472</b>	<b>(Excel f/k/a Sports-Mitts International ("SMI")) February 17, 1994 employment contract with Ned Hoffman and all board approved amendments.</b>
<b>Nir Shapira 1260 Holly Drive Rohnert Park, CA 94928</b>	<b>Consulting agreement dated September 1, 2003.</b>
<b>Phil Lapsley 461 Matadero Avenue Palo Alto, CA 94306</b>	<b>(s/b/m Omnilock Incorporated) March 7, 1995 agreement [H11/13: 00043-00050]</b>
<b>Ruth Hamilton 85 Vernon Street No. 205 Oakland, CA 94610</b>	<b>Board Member Agreement dated October 15, 2003</b>
<b>Ruth Hamilton 85 Vernon Street No. 205 Oakland, CA 94610</b>	<b>Consulting agreement dated July 27, 2003</b>

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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**United States Bankruptcy Court  
Northern District of California**

In re **Excel Innovations, Inc.**

Debtor(s)

Case No. **04-53874-ASW-11**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **16** sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date **July 30, 2004**

Signature **/s/ Ned Hoffman**

**Ned Hoffman**

**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court  
Northern District of California

In re Excel Innovations, Inc.

Debtor(s)

Case No. 04-53874-ASW-11

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$0.00**

SOURCE (if more than one)  
**No income for the last 24 months due to Bingham, McCutchen, et al litigation.**



## 2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
\$566,777.19

### SOURCE

#### Investors:

Stan Caplan - \$75,000.00  
P. O. Box 880584  
San Diego, CA 91268-0584

Andy Cresci - \$60,000.00  
129 Seminary Drive  
Menlo Park, CA 94025-3568

Martin Lowenstein - \$25,000.00  
P. O. Box 241  
Burlingame, CA 94011-0241

Roger Mann - \$250,000.00  
3300 Webster  
Oakland, CA 94609

Betsy Levy-Ehrenberg - \$50,000.00  
4234 Pomona Avenue  
Palo Alto, CA 94306-4337

IPS, LLC - 106,777.19

**TOTAL = \$566,777.19**

## 3. Payments to creditors

None



a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS  
OF CREDITOR  
See SOFA Attachment 3a

DATES OF  
PAYMENTS  
See SOFA Attachment 3a

AMOUNT PAID  
\$155,359.24

AMOUNT STILL  
OWING  
\$0.00

None



b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND  
RELATIONSHIP TO DEBTOR  
Brad Hoffman  
4 Houston Road  
Morrisville, PA 19067-4006  
11 USC 101(31)(B)(i) & (vi)

DATE OF PAYMENT  
See SOFA Attachment 3b

AMOUNT PAID  
\$7,500.00

AMOUNT STILL  
OWING  
\$0.00

Ruth Hamilton  
85 Vernon Street  
No. 205  
Oakland, CA 94610  
11 USC 101(31)(B)(i) & (ii)

See SOFA Attachment 3b

\$1,281.65

\$0.00

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Excel Innovations, Inc. v. Indivos Corporation, Solidus Networks, Inc., and Does 1 to 100 No. C-03-3125-MMC	Complaint for Patent Infringement and Breach of Contract	United States District Court, Northern District of California, San Jose Division	Court deems case closed due to bankruptcy filing
Excel Innovations, Inc. v. Indivos Corporation; No. 414577	Complaint for Breach of Contract, Breach of the Covenant of Good Faith and Fair Dealing; Fraud and Declaratory Relief	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, Inc. et al v. Solidus Networks Corporation, et al; No. CGC-03-420114	Shareholder derivative complaint for fraud, breach of fiduciary duty, conversion, and conspiracy	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, Inc. et al v. Indivos Corporation; No. CGC-03-418821	Complaint for injunctive and declaratory relief	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, et al v. Aether Systems, Inc., a Delaware corporation; Chauncy Martin, an individual; Rod Stambaugh, an individual; No. CGC-03-418234	Shareholder derivative complaint for fraud, breach of fiduciary duty, conversion, conspiracy, and breach of the implied covenant of good faith and fair dealing	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, Inc. et al v. Indivos Corporation; No. CGC-03-420958	Complaint challenging shareholder vote on merger	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Voting Trust and Standstill Agreement, created by agreement dated June 16, 2003 and Excel Innovations, Inc., Petitioners; No. PTR-03-284697	Petition for suspension of co-trustees and for appointment of temporary successor co-trustees	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, Inc. v. William J. Ruh, an individual; Castle Creek Capital LLC; and Indivos Corporation, a Quasi California Corporation, Nominal Defendant; No. CGC-03-418235	Shareholder derivative complaint for fraud, breach of fiduciary duty, conversion, conspiracy, and breach of the implied covenant of good faith and fair dealing	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
Excel Innovations, Inc. v. Indivos Corporation; No. CGC-03-416371	Complaint for Breach of Contract, Fraud, Breach of the Implied Covenant of Good Faith and Fair Dealing and Declaratory Relief	Superior Court of California, County of San Francisco	Voluntarily dismissed without prejudice
David Mendelsohn v. Excel Innovations, Inc.; No. 26-23056	Complaint for consulting fees and pre-judgment writ of attachment	Superior Court of California, County of Napa	Stayed by bankruptcy
Ned Hoffman v. Excel Innovations, Inc.; No. 332240	Petition for Annual Shareholder Meeting	Superior Court of California, County of Sonoma	Voluntarily dismissed without prejudice

CAPTION OF SUIT  
AND CASE NUMBER  
**AAA Arbitration; No. 74-199-  
00671-03**

NATURE OF PROCEEDING  
**Breach of fiduciary duty;  
conversion; conspiracy;  
breach of implied covenant  
of good faith and fair dealing**

COURT OR AGENCY  
AND LOCATION  
**AAA Fresno**

STATUS OR  
DISPOSITION  
**Stayed by bankruptcy**

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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#### 7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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#### 8. Losses

None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Lanahan &amp; Reilly LLP Attn: Robert Anderson 600 Bicentennial Way Suite 300 Santa Rosa, CA 95403</b>	<b>June 16, 2004 by Robin Lowitz (spouse of Ned Hoffman)</b>	<b>\$20,000.00 (Check No. 107) (1) Chapter 7 - \$2,500.00; (2) Chapter 13 - \$3,500.00; (3) Chapter 11 - \$14,000.00.</b>
		<b>Filing fees for all three chapters paid with a separate check in the amount of \$1,400.00.</b>

### 10. Other transfers

- None ☒ List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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### 11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
<b>Mechanics Bank</b>	<b>All checking accounts closed pre- petition by Bank due to no funds. xxxx-5341 - Balance 00.00 xxxx-0789 - Balance 00.00</b>	

### 12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

- None ☐ If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
2570 North First Street, San Jose, CA 95131-1035	Excel Innovations, Inc.	Closed by Landlord at bankruptcy filing due to unpaid rent

**16. Spouses and Former Spouses**

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF  
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

### 18 . Nature, location and name of business

- None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

### 19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

**Ruth Hamilton**  
**85 Vernon Street**  
**No. 205**  
**Oakland, CA 94610**

DATES SERVICES RENDERED

**Rendering services for at least 10 years**

**Julian Helmer**  
**384 Tesconi Court, Suite 101**  
**Santa Rosa, CA 95401**

**Since at least 2001**

- None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
**Ruth Hamilton**

ADDRESS  
**85 Vernon Street  
No. 205  
Oakland, CA 94610**

**Ned Hoffman**

**708 Gravenstein Highway North  
Suite 111  
Sebastopol, CA 95472**

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

**21 . Current Partners, Officers, Directors and Shareholders**

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS  
**Ned Hoffman  
708 Gravenstein Highway North  
Suite 111  
Sebastopol, CA 95472**

TITLE  
**President**

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP  
**Shareholder 3.88%; Director; Officer -  
President**

**IPS LLC  
400 West Third, #D108  
Santa Rosa, CA 95401**

**Shareholder 60.75%**

**Betsy Levy Ehrenberg  
4234 Pomona Avenue  
Palo Alto, CA 94306**

**Shareholder 5%**

**Ruth Hamilton  
85 Vernon Street  
No. 205  
Oakland, CA 94610**

**CFO**

**Chairman and Secretary of Board of  
Directors; Officer - CFO**

**Brad Hoffman**

**Director; Shareholder 0.17%**

**22 . Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR <b>See 3b above</b>	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER
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**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date July 30, 2004

Signature /s/ Ned Hoffman  
**Ned Hoffman**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**FORM 1. VOLUNTARY PETITION**  
**SOFA Attachment 3a**

Date	Check #	Payee	Category	Amount	Sub-Total by Payee	Paid
04/26/04	1194	David Alexander	Legal	5,000.00		05/05/04
					5,000.00	
03/20/04	1033	A&A Legal Service	Legal	2,176.35		04/01/04
					2,176.35	
05/01/04	1027	Brad Hoffman*	Board/Corporate	1,000.00		05/03/04
					1,000.00	
03/30/04	1034	Capitol LLC		4,702.69		04/05/04
					4,702.69	
05/01/04	520	Deckard Law Firm	Legal	5,000.00		5/--/04
					5,000.00	
05/24/04	1503	Elysium Digital	Admin	2,500.00		06/04/04
					2,500.00	
05/13/04		Excel Innovations Debit		15,000.00		05/13/04
					15,000.00	
04/09/04	515	Howrey, Simon	Legal	24,000.00		4/--/04
05/01/04	1506	Howrey, Simon	Legal	15,000.00		05/10/04
05/24/04	1511	Howrey, Simon	Legal	15,000.00		05/28/04
					54,000.00	
03/15/04	511	Jeff Stamp	Legal	4,000.00		3/--/04
03/15/04	512	Jeff Stamp	Legal	300.00		3/18/04
04/15/04	518	Jeff Stamp	Legal	4,000.00		4/--/04
05/01/04	519	Jeff Stamp	Legal	4,000.00		5/--/04
04/01/04	1032	Jeff Stamp	Legal	4,000.00		04/06/04
05/20/04	1510	Jeff Stamp	Legal	700.00		05/25/04
05/15/04	1513	Jeff Stamp	Legal	4,000.00		05/18/04
					21,000.00	
05/01/04	1507	Keker & Van Nest	Legal	5,000.00		05/07/04
					5,000.00	
03/08/04	509	Kobbe Martens	Legal	1,850.00		3/--/04
					1,850.00	
03/03/04	507	Legalink	Legal	4,089.05		3/--/04
03/30/04	1036	Legalink	Legal	2,984.00		04/05/04
					7,073.05	
05/01/04	1508	Lloyd Cunningham	Expert	2,000.00		05/19/04
					2,000.00	
05/20/04	1509	MBV Law	Legal	15,000.00		05/25/04
05/17/04	1512	MBV Law	Legal	17,500.00		05/20/04
05/17/04	1512	MBV Law (NSF)	Legal	17,500.00		05/26/04
					15,000.00	
03/05/04	508	Midnight Run	Legal	3,900.00		3/--/04
03/30/04	1037	Midnight Run	Legal	479.06		04/06/04
					4,379.06	
03/13/04	513	Nir Shapiro	Engineering	734.64		3/--/04
03/15/04	513	Nir Shapiro	Engineering	734.64		3/--/04
04/15/04	1193	Nir Shapiro	Engineering	255.96		04/16/04
05/01/04	1500	Nir Shapiro	Engineering	4,000.00		05/06/04
05/01/04	1501	Nir Shapiro	Engineering	680.00		05/07/04
04/15/04	517	Nir Shapiro	Engineering	1,250.00		4/--/04

					7,655.24	
04/08/04	516	Office General	Rent	550.00		4/--/04
04/13/04	1192	Office General	Rent	872.85		04/15/04
05/01/04	1502	Office General	Rent	600.00		05/13/04
					2,022.85	
		TOTAL			155,359.24	

**FORM 1. VOLUNTARY PETITION**  
**SOFA Attachment 3b**

Check #	Payee	Relationship to Debtor	Category	Amount	Date	Subtotal by Payee
1051	Brad Hoffman	Brother of Ned	Board/Corporate	500.00	10/14/03	
1052	Brad Hoffman	Hoffmanv & Director	Board/Corporate	1,000.00	11/14/03	
1053	Brad Hoffman	11 USC 101(31)(B)(i)&(vi)	Board/Corporate	1,000.00	12/14/03	
1026	Brad Hoffman		Board/Corporate	1,000.00	04/01/04	
1027	Brad Hoffman		Board/Corporate	1,000.00	05/01/04	
1054	Brad Hoffman		Board/Corporate	1,000.00	01/19/04	
1055	Brad Hoffman		Board/Corporate	1,000.00	02/01/04	
1056	Brad Hoffman		Board/Corporate	1,000.00	03/04/04	
						7,500.00
1007	Ruth Hamilton	Director & Officer	Office Reimbursement	150.00	07/27/03	
1187	Ruth Hamilton	11 USC 101(31)(B)(i)&(ii)	Office Reimbursement	200.00	08/09/03	
1088	Ruth Hamilton		Office Reimbursement	350.00	08/30/03	
1023	Ruth Hamilton		Office Reimbursement	581.65	02/25/04	
						1,281.65
TOTAL						8,781.65

**United States Bankruptcy Court  
Northern District of California**

In re **Excel Innovations, Inc.**,  
Debtor

Case No. **04-53874-ASW-11**

Chapter **11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>See attached exhibit</b>	<b>S-Corporation common stock</b>	<b>Total 6,956,957</b>	<b>See attached</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **July 30, 2004**

Signature **/s/ Ned Hoffman**  
**Ned Hoffman**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**LIST OF EQUITY SECURITY HOLDERS - Exhibit**

Shareholder	Excel Shares from SMI*	% Ownership	Excel Shares from Omni**	Total Excel Common Stock	Other Equity	Total Equity	% Ownership
Ned Hoffman				170,000	100,000	270,000	3.88
IPS LLC	249,537	50.999	108,596	2,667,308	1,559,175	4,226,483	60.75
Indivos Transferees					820,191	820,191	11.79
Stan Caplan						214,937	3.09
Betsy L-E						347,963	5.00
Turnaround Team					735,064	735,064	10.57
Sylvia Hoffman	24,000	4.905		24,000		24,000	0.34
Brad Hoffman	12,000	2.452		12,000		12,000	0.17
Michael Green			8,225	8,225		8,225	0.12
Estelle Katz	20,000	4.087	8,225	28,225		28,225	0.41
D&D Mendelsohn	38,000	7.766	12,337	50,337		50,337	0.72
Daniel Gordon	20,000	4.087	822	20,822		20,822	0.30
J&F Kreiger Lowitz	10,000	2.044	164	10,164		10,164	0.15
Leza Lowitz	2,000	0.409	82	2,082		2,082	0.03
S&J Berger	8,000	1.635	1,974	9,974		9,974	0.14
Andrea Berger		0.000	822	822		822	0.01
David Berger		0.000	822	822		822	0.01
Schweidel Trust	4,000	0.817	164	4,164		4,164	0.06
Hal Silen	8,000	1.635	164	4,164		4,164	0.12
Robin Lowitz	4,000	0.817	164	4,164		4,164	0.06
G&J Shefren	4,000	0.817	2,961	6,961		6,961	0.10
Kathryn Shefren	2,000	0.409		2,000		2,000	0.03
Kerry Shefren	2,000	0.409		2,000		2,000	0.03
Sherfren Profit	4,000	0.817		4,000		4,000	0.06
John Boesch	2,650	0.542		2,650		2,650	0.04
G&L Marcus	6,000	1.226	1,151	7,151		7,151	0.10
E Chin & J Dyer	2,000	0.409	82	2,082		2,082	0.03
Jessie Buttram		0.000	411	411		411	0.01
J&M Webber		0.000	411	411		411	0.01
R&L Saks	4,000	0.817	987	4,987		4,987	0.07
R&J Mann	4,000	0.817	246	4,246		4,246	0.06
Webster Ortho Group	2,000	0.409	2,467	4,467		4,467	0.06
Patricia Wier		0.000	822	822		822	0.01
JonKendrick		0.000	987	987		987	0.01
Julian Potashnik	4,000	0.817	164	4,164		4,164	0.06
Bruce Lawrence	4,000	0.817	164	4,164		4,164	0.06
Roger Haydock	2,000	0.409	904	2,904		2,904	0.04
Brenda Haydock	2,000	0.409	904	2,904		2,904	0.04
Daniel Teves	4,000	0.817	1,809	5,809		5,809	0.08
Sports-Mitt		0.000	1,645	1,645		1,645	0.02
Stephen Blanding	2,000	0.409	246	4,246		4,246	0.03
Leslie Stanford	4,000	0.817	246	4,246		4,246	0.06
Andrew Cresci							
Randall DeLue		0.000	5,484	5,484		5,484	0.08
Dan Van Voorhis	35,113	7.176		35,113	46,664	81,777	1.18
<b>TOTAL</b>	<b>489,300.000</b>	<b>99.996</b>	<b>164,652.000</b>	<b>3,131,127.000</b>	<b>3,261,094.000</b>	<b>6,955,121.000</b>	<b>99.990</b>

\*SMI = Sports Mitt International

\*\*OMI = Omniloc

**United States Bankruptcy Court  
Northern District of California**

In re **Excel Innovations, Inc.**

Debtor(s)

Case No. **04-53874-ASW-11**

Chapter **11**

**CREDITOR MATRIX COVER SHEET**

I declare that the attached Creditor Mailing Matrix, consisting of **6** sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **July 30, 2004**

**/s/ Pat Hughes**

Signature of Attorney

**Pat Hughes**

**Lanahan & Reilley LLP**

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See attached exhibit